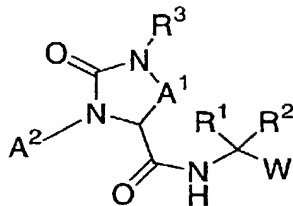


WHAT IS CLAIMED:

1. A compound of Formula (I):



(I)

or a stereoisomer, pharmaceutically acceptable salt form or prodrug thereof, wherein:

A<sup>1</sup> is C<sub>1</sub>-C<sub>3</sub> alkylene substituted by 0-2 C<sub>1</sub>-C<sub>4</sub> alkyl;

A<sup>2</sup> is -C(=O)R<sup>9b</sup>, -S(=O)R<sup>9b</sup>, -S(=O)<sub>2</sub>R<sup>9b</sup>, -CONHR<sup>9b</sup>,

-S(=O)<sub>2</sub>NHR<sup>9b</sup>, -C(=O)OR<sup>9b</sup>;

-A<sup>3</sup>-R<sup>9a</sup>;

-A<sup>3</sup>-A<sup>4</sup>-R<sup>9a</sup>;

-A<sup>3</sup>-A<sup>4</sup>-A<sup>5</sup>-R<sup>9a</sup>; or

-A<sup>3</sup>-A<sup>4</sup>-A<sup>5</sup>-A<sup>6</sup>-R<sup>9a</sup>;

W is selected from the group:

-B(OR<sup>26</sup>)(OR<sup>27</sup>),

-C(=O)C(=O)-Q,

-C(=O)C(=O)NH-Q,

-C(=O)C(=O)-O-Q,

-C(=O)CF<sub>2</sub>C(=O)NH-Q,

-C(=O)CF<sub>3</sub>,

-C(=O)CF<sub>2</sub>CF<sub>3</sub>,

-C(=O)H, and

-C(=O)W<sup>1</sup>;

W<sup>1</sup> is OR<sup>8</sup> or -NR<sup>11</sup>R<sup>11a</sup>;

Q is selected from the group:

-(CR<sup>10</sup>R<sup>10c</sup>)<sub>m</sub>-Q<sup>1</sup>,

5       -(CR<sup>10</sup>R<sup>10c</sup>)<sub>m</sub>-Q<sup>2</sup>,

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with Q<sup>1</sup>,

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with Q<sup>1</sup>,

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with Q<sup>1</sup>,

an amino acid residue,

10       -A<sup>7</sup>-A<sup>8</sup>, and

-A<sup>7</sup>-A<sup>8</sup>-A<sup>9</sup>;

m is 1, 2, 3, or 4;

15    Q<sup>1</sup> is selected from the group:

-CO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>R<sup>11</sup>, -SO<sub>3</sub>R<sup>11</sup>, -P(O)<sub>2</sub>R<sup>11</sup>, -P(O)<sub>3</sub>R<sup>11</sup>;

aryl substituted with 0-4 Q<sup>1a</sup>; and

5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:

20       O, S, and N; optionally saturated, partially  
unsaturated or unsaturated; and said 5-6 membered  
heterocyclic group is substituted with 0-4 Q<sup>1a</sup>;

Q<sup>1a</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>,

25       -CO<sub>2</sub>R<sup>19</sup>, -C(=O)NR<sup>19</sup>R<sup>19a</sup>, -NHC(=O)R<sup>19</sup>, -SO<sub>2</sub>R<sup>19</sup>,

-SO<sub>2</sub>NR<sup>19</sup>R<sup>19a</sup>, -NR<sup>19</sup>R<sup>19a</sup>, -OR<sup>19</sup>, -SR<sup>19</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl,

C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

Q<sup>2</sup> is -X-NR<sup>12</sup>-Z, -NR<sup>12</sup>-Y-Z, or -X-NR<sup>12</sup>-Y-Z;

30

X is -C(=O)-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -P(O)-, -P(O)<sub>2</sub>-, or  
-P(O)<sub>3</sub>-;

Y is -C(=O)-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, -P(O)-, -P(O)<sub>2</sub>-, or  
5 -P(O)<sub>3</sub>-;

Z is selected from the group:

C<sub>1</sub>-C<sub>4</sub> haloalkyl;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 Z<sup>a</sup>;

10 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 Z<sup>a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 Z<sup>a</sup>;

C<sub>3</sub>-C<sub>10</sub> cycloalkyl substituted with 0-5 Z<sup>b</sup>;

aryl substituted with 0-5 Z<sup>b</sup>;

15 5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:

O, S, and N; optionally saturated, partially

unsaturated or unsaturated; and said 5-10 membered

heterocyclic group is substituted with 0-4 Z<sup>b</sup>;

an amino acid residue;

20 -A<sup>7</sup>-A<sup>8</sup>, and

-A<sup>7</sup>-A<sup>8</sup>-A<sup>9</sup>;

Z<sup>a</sup> is selected from the group:

H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>,

25 -CO<sub>2</sub>R<sup>20</sup>, -C(=O)NR<sup>20</sup>R<sup>20a</sup>, -NHC(=O)R<sup>20</sup>, -NR<sup>20</sup>R<sup>20a</sup>,

-OR<sup>20</sup>, -SR<sup>20</sup>, -S(=O)R<sup>20</sup>, -SO<sub>2</sub>R<sup>20</sup>, -SO<sub>2</sub>NR<sup>20</sup>R<sup>20a</sup>, C<sub>1</sub>-C<sub>4</sub>  
alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

C<sub>3</sub>-C<sub>10</sub> cycloalkyl substituted with 0-5 Z<sup>b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-5 Z<sup>b</sup>;

30 aryl substituted with 0-5 Z<sup>b</sup>; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered  
5 heterocyclic group is substituted with 0-4  $Z^b$ ;

$Z^b$  is selected from the group:

H, F, Cl, Br, I,  $-NO_2$ ,  $-CN$ ,  $-NCS$ ,  $-CF_3$ ,  $-OCF_3$ ,  
 $-CO_2R^{20}$ ,  $-C(=O)NR^{20}R^{20a}$ ,  $-NHC(=O)R^{20}$ ,  $-NR^{20}R^{20a}$ ,  
10  $-OR^{20}$ ,  $-SR^{20}$ ,  $-S(=O)R^{20}$ ,  $-SO_2R^{20}$ ,  $-SO_2NR^{20}R^{20a}$ , C<sub>1</sub>-C<sub>4</sub>  
alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy;  
C<sub>3</sub>-C<sub>10</sub> cycloalkyl substituted with 0-5  $Z^c$ ;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-5  $Z^c$ ;  
aryl substituted with 0-5  $Z^c$ ; and  
15 5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N; optionally saturated, partially  
unsaturated or unsaturated; and said 5-10 membered  
heterocyclic group is substituted with 0-4  $Z^c$ ;

20  $Z^c$  is H, F, Cl, Br, I,  $-NO_2$ ,  $-CN$ ,  $-NCS$ ,  $-CF_3$ ,  $-OCF_3$ ,  
 $-CO_2R^{20}$ ,  $-C(=O)NR^{20}R^{20a}$ ,  $-NHC(=O)R^{20}$ ,  $-NR^{20}R^{20a}$ ,  
 $-OR^{20}$ ,  $-SR^{20}$ ,  $-S(=O)R^{20}$ ,  $-SO_2R^{20}$ ,  $-SO_2NR^{20}R^{20a}$ , C<sub>1</sub>-C<sub>4</sub>  
alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

25

$R^1$  is selected from the group: H, F;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3  $R^{1a}$ ;  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3  $R^{1a}$ ;  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3  $R^{1a}$ ; and  
30 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3  $R^{1a}$ ;

R<sup>1a</sup> is selected at each occurrence from the group:

- Cl, F, Br, I, CF<sub>3</sub>, CHF<sub>2</sub>, OH, =O, SH, -CO<sub>2</sub>R<sup>1b</sup>, -SO<sub>2</sub>R<sup>1b</sup>,  
-SO<sub>3</sub>R<sup>1b</sup>, -P(O)<sub>2</sub>R<sup>1b</sup>, -P(O)<sub>3</sub>R<sup>1b</sup>, -C(=O)NHR<sup>1b</sup>,  
5 -NHC(=O)R<sup>1b</sup>, -SO<sub>2</sub>NHR<sup>1b</sup>, -OR<sup>1b</sup>, -SR<sup>1b</sup>, C<sub>3</sub>-C<sub>6</sub>  
cycloalkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, -S-(C<sub>1</sub>-C<sub>6</sub> alkyl);  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>1c</sup>;  
aryl substituted with 0-5 R<sup>1c</sup>;  
-O-(CH<sub>2</sub>)<sub>n</sub>-aryl substituted with 0-5 R<sup>1c</sup>;  
10 -S-(CH<sub>2</sub>)<sub>n</sub>-aryl substituted with 0-5 R<sup>1c</sup>; and  
5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N; optionally saturated, partially  
unsaturated or unsaturated; and said 5-10 membered  
15 heterocyclic group is substituted with 0-3 R<sup>1c</sup>;

n is 0, 1 or 2;

R<sup>1b</sup> is H;

- 20 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>1c</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>1c</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>1c</sup>;  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-5 R<sup>1c</sup>;  
aryl substituted with 0-5 R<sup>1c</sup>;  
25 aryl-C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-4 R<sup>1c</sup>; or  
5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N; optionally saturated, partially  
unsaturated or unsaturated; and said 5-10 membered  
30 heterocyclic group is substituted with 0-4 R<sup>1c</sup>;

R<sup>1c</sup> is selected at each occurrence from the group:

C<sub>1</sub>-C<sub>4</sub> alkyl, Cl, F, Br, I, OH, SH, -CN, -NO<sub>2</sub>, -OR<sup>1d</sup>,  
-C(=O)OR<sup>1d</sup>, -NR<sup>1d</sup>R<sup>1d</sup>, -SO<sub>2</sub>R<sup>1d</sup>, -SO<sub>3</sub>R<sup>1d</sup>, -C(=O)NHR<sup>1d</sup>,  
5 -NHC(=O)R<sup>1d</sup>, -SO<sub>2</sub>NHR<sup>1d</sup>, -CF<sub>3</sub>, -OCF<sub>3</sub>, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
phenyl, and benzyl;

R<sup>1d</sup> is selected at each occurrence from the group: H, C<sub>1</sub>-C<sub>4</sub>  
alkyl, phenyl and benzyl;

10

R<sup>2</sup> is selected from the group: H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>2</sub>-C<sub>4</sub>  
alkenyl, C<sub>2</sub>-C<sub>4</sub> alkynyl, C<sub>3</sub>-C<sub>4</sub> cycloalkyl, and C<sub>3</sub>-C<sub>4</sub>  
cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl)-;

15 alternatively, R<sup>1</sup> and R<sup>2</sup> can be combined to form a 4-7  
membered cyclic group consisting of carbon atoms;  
substituted with 0-2 R<sup>14</sup>;

R<sup>3</sup> is selected from the group: R<sup>4</sup>,

20

-(CH<sub>2</sub>)<sub>p</sub>-NH-R<sup>4</sup>,  
-(CH<sub>2</sub>)<sub>p</sub>-NHC(=O)-R<sup>4</sup>,  
-(CH<sub>2</sub>)<sub>p</sub>-C(=O)NH-R<sup>4</sup>,  
-(CH<sub>2</sub>)<sub>p</sub>-C(=O)O-R<sup>4</sup>,  
-(CH<sub>2</sub>)<sub>p</sub>-C(=O)C(=O)-R<sup>4</sup>,  
25 -(CH<sub>2</sub>)<sub>p</sub>-C(=O)C(=O)NH-R<sup>4</sup>,  
-(CH<sub>2</sub>)<sub>p</sub>-NHC(=O)NH-R<sup>4</sup>,  
-(CH<sub>2</sub>)<sub>p</sub>-NHC(=O)NHC(=O)-R<sup>4</sup>,  
-(CH<sub>2</sub>)<sub>p</sub>-NHS(=O)<sub>2</sub>-R<sup>4</sup>,  
-(CH<sub>2</sub>)<sub>p</sub>-S(=O)<sub>2</sub>NH-R<sup>4</sup>,

$-(CH_2)_p-C(=O)-R^4$ ,  
 $-(CH_2)_p-O-R^4$ , and  
 $-(CH_2)_p-S-R^4$ ;

5     $p$  is 0, 1, or 2;

$R^4$  is selected from the group:

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3  $R^{4a}$ ;  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3  $R^{4a}$ ;  
10    C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3  $R^{4a}$ ;  
C<sub>3</sub>-C<sub>10</sub> cycloalkyl substituted with 0-4  $R^{4b}$ ;  
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4  $R^{4b}$ ;  
aryl substituted with 0-5  $R^{4b}$ ;  
aryl-C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-5  $R^{4b}$ ; and  
15    5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N; optionally saturated,  
partially unsaturated or unsaturated; and said 5-  
10 membered heterocyclic group is substituted  
20    with 0-4  $R^{4b}$ ;

$R^{4a}$  is, at each occurrence, independently selected from:

H, F, Cl, Br, I,  $-NO_2$ ,  $-CN$ ,  $-NCS$ ,  $-CF_3$ ,  $-OCF_3$ ,  
 $=O$ , OH,  $-CO_2H$ ,  $-C(=NH)NH_2$ ,  $-CO_2R^{11}$ ,  $-C(=O)NR^{11}R^{11a}$ ,  
25     $-NHC(=O)R^{11}$ ,  $-NR^{11}R^{11a}$ ,  $-OR^{11a}$ ,  $-SR^{11a}$ ,  $-C(=O)R^{11a}$ ,  
 $-S(=O)R^{11a}$ ,  $-SO_2R^{11}$ ,  $-SO_2NR^{11}R^{11a}$ ,  $-NHC(=NH)NHR^{11}$ ,  
 $-C(=NH)NHR^{11}$ ,  $=NOR^{11}$ ,  $-NR^{11}C(=O)OR^{11a}$ ,  
 $-NR^{11}C(=O)NR^{11}R^{11a}$ ,  $-NR^{11}SO_2NR^{11}R^{11a}$ ,  $-NR^{11}SO_2R^{11a}$ ,  
 $-OP(O)(OR^{11})_2$ ;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>4b</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>4b</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>4b</sup>;  
 C<sub>3</sub>-C<sub>7</sub> cycloalkyl substituted with 0-4 R<sup>4c</sup>;  
 5 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>4c</sup>;  
 aryl substituted with 0-5 R<sup>4c</sup>; and  
 5-10 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the  
 group: O, S, and N; optionally saturated,  
 10 partially unsaturated or unsaturated; and said 5-  
 10 membered heterocyclic group is substituted  
 with 0-3 R<sup>4c</sup>;

R<sup>4b</sup> is, at each occurrence, independently selected from:  
 15 H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, =O, OH,  
 -CO<sub>2</sub>H, -C(=NH)NH<sub>2</sub>, -CO<sub>2</sub>R<sup>11</sup>, -C(=O)NR<sup>11</sup>R<sup>11a</sup>,  
 -NHC(=O)R<sup>11</sup>, -NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11a</sup>, -SR<sup>11a</sup>, -C(=O)R<sup>11a</sup>,  
 -S(=O)R<sup>11a</sup>, -SO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>, -NHC(=NH)NHR<sup>11</sup>,  
 -C(=NH)NHR<sup>11</sup>, =NOR<sup>11</sup>, -NR<sup>11</sup>C(=O)OR<sup>11a</sup>,  
 20 -OC(=O)NR<sup>11</sup>R<sup>11a</sup>, -NR<sup>11</sup>C(=O)NR<sup>11</sup>R<sup>11a</sup>, -NR<sup>11</sup>SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>,  
 -NR<sup>11</sup>SO<sub>2</sub>R<sup>11a</sup>, -OP(O)(OR<sup>11</sup>)<sub>2</sub>;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>4c</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>4c</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>4c</sup>;  
 25 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>4d</sup>;  
 aryl substituted with 0-5 R<sup>4d</sup>; and  
 5-10 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the  
 group: O, S, and N; optionally saturated or



unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R<sup>4d</sup>;

R<sup>4c</sup> is, at each occurrence, independently selected from:

- 5 H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, =O, OH, -CO<sub>2</sub>H, -C(=NH)NH<sub>2</sub>, -CO<sub>2</sub>R<sup>11</sup>, -C(=O)NR<sup>11</sup>R<sup>11a</sup>, -NHC(=O)R<sup>11</sup>, -NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11a</sup>, -SR<sup>11a</sup>, -C(=O)R<sup>11a</sup>, -S(=O)R<sup>11a</sup>, -SO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy;
- 10 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>4d</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>4d</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>4d</sup>;  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>4d</sup>;  
aryl substituted with 0-5 R<sup>4d</sup>; and
- 15 5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R<sup>4d</sup>;

20

R<sup>4d</sup> is, at each occurrence, independently selected from:

- H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, =O, OH, -CO<sub>2</sub>H, -CO<sub>2</sub>R<sup>11</sup>, -C(=O)NR<sup>11</sup>R<sup>11a</sup>, -NHC(=O)R<sup>11</sup>, -NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11a</sup>, -SR<sup>11a</sup>, -C(=O)R<sup>11a</sup>, -S(=O)R<sup>11a</sup>,
- 25 -SO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, phenyl, and benzyl;

R<sup>8</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

- $R^{9a}$  is selected from the group:  $H$ ,  $-S(=O)R^{9b}$ ,  $-S(=O)_2R^{9b}$ ,  
 $-S(=O)_2NHR^{9b}$ ,  $-C(=O)R^{9b}$ ,  $-C(=O)OR^{9b}$ ,  $-C(=O)NHR^{9b}$ ,  
 $-C(=O)NHC(=O)R^{9b}$ ;  
 $C_1-C_6$  alkyl substituted with 0-3  $R^{9c}$ ;  
5  $C_2-C_6$  alkenyl substituted with 0-3  $R^{9c}$ ;  
 $C_2-C_6$  alkynyl substituted with 0-3  $R^{9c}$ ;  
 $C_3-C_6$  cycloalkyl substituted with 0-3  $R^{9d}$ ;  
 $C_3-C_{14}$  carbocycle substituted with 0-4  $R^{9d}$ ;  
aryl substituted with 0-5  $R^{9d}$ ; and  
10 5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N; optionally saturated, partially  
unsaturated or unsaturated; and said 5-10 membered  
heterocyclic group is substituted with 0-4  $R^{9d}$ ;  
15  $R^{9b}$  is selected from the group:  $H$ ;  
 $C_1-C_6$  alkyl substituted with 0-3  $R^{9c}$ ;  
 $C_2-C_6$  alkenyl substituted with 0-3  $R^{9c}$ ;  
 $C_2-C_6$  alkynyl substituted with 0-3  $R^{9c}$ ;  
20  $C_3-C_6$  cycloalkyl substituted with 0-3  $R^{9d}$ ;  
 $C_3-C_{14}$  carbocycle substituted with 0-4  $R^{9d}$ ;  
aryl substituted with 0-5  $R^{9d}$ ; and  
5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
25 O, S, and N; optionally saturated, partially  
unsaturated or unsaturated; and said 5-10 membered  
heterocyclic group is substituted with 0-4  $R^{9d}$ ;

- $R^{9c}$  is selected from the group:  $CF_3$ ,  $OCF_3$ , Cl, F, Br, I,  $=O$ , OH,  $C(O)OR^{11}$ ,  $NH_2$ ,  $NH(CH_3)$ ,  $N(CH_3)_2$ ,  $-CN$ ,  $NO_2$ ;  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3  $R^{9d}$ ;  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3  $R^{9d}$ ;  
5 C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3  $R^{9d}$ ;  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3  $R^{9e}$ ;  
C<sub>3</sub>-C<sub>14</sub> carbocycle substituted with 0-4  $R^{9e}$ ;  
aryl substituted with 0-5  $R^{9e}$ ; and  
5-10 membered heterocyclic group consisting of carbon  
10 atoms and 1-4 heteroatoms selected from the group:  
O, S, and N; optionally saturated, partially  
unsaturated or unsaturated; and said 5-10 membered  
heterocyclic group is substituted with 0-4  $R^{9e}$ ;
- 15  $R^{9d}$  is selected at each occurrence from the group:  
 $CF_3$ ,  $OCF_3$ , Cl, F, Br, I,  $=O$ , OH,  $C(O)OR^{11}$ ,  $NH_2$ ,  
 $NH(CH_3)$ ,  $N(CH_3)_2$ ,  $-CN$ ,  $NO_2$ ;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3  $R^{9e}$ ;  
C<sub>1</sub>-C<sub>4</sub> alkoxy substituted with 0-3  $R^{9e}$ ;  
20 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3  $R^{9e}$ ;  
aryl substituted with 0-5  $R^{9e}$ ; and  
5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N; optionally saturated,  
25 partially unsaturated or unsaturated; and said  
5-6 membered heterocyclic group is substituted  
with 0-4  $R^{9e}$ ;

$R^{9e}$  is selected at each occurrence from the group:

C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I,  
=O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>,  
-CN, and NO<sub>2</sub>;

- 5 R<sup>10</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11a</sup>, and C<sub>1</sub>-  
C<sub>6</sub> alkyl substituted with 0-1 R<sup>10a</sup>;

- R<sup>10a</sup> is selected from the group: halo, -NO<sub>2</sub>, -CN, -CF<sub>3</sub>,  
-CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11</sup>, -SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl  
10 substituted with 0-1 R<sup>10b</sup>;

R<sup>10b</sup> is selected from the group: -CO<sub>2</sub>H, - NH<sub>2</sub>, -OH, -SH,  
and -C(=NH)NH<sub>2</sub>;

- 15 R<sup>10c</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

alternatively, R<sup>10</sup> and R<sup>10c</sup> can be combined to form a C<sub>3</sub>-C<sub>6</sub>  
cycloalkyl group substituted with 0-1 R<sup>10a</sup>;

- 20 R<sup>11</sup> and R<sup>11a</sup> are, at each occurrence, independently  
selected from the group: H;  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>11b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>11b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>11b</sup>;  
25 C<sub>3</sub>-C<sub>7</sub> cycloalkyl substituted with 0-3 R<sup>11b</sup>;  
aryl substituted with 0-3 R<sup>11b</sup>; and  
aryl(C<sub>1</sub>-C<sub>4</sub> alkyl)- substituted with 0-3 R<sup>11b</sup>;

R<sup>11b</sup> is OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, I, NH<sub>2</sub>, or -NH(C<sub>1</sub>-C<sub>4</sub> alkyl);

R<sup>12</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

5

R<sup>14</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl or C<sub>2</sub>-C<sub>4</sub> alkenyl;

R<sup>19</sup> and R<sup>19a</sup> are independently selected from the group: H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, aryl, aryl(C<sub>1</sub>-C<sub>4</sub> alkyl),  
10 C<sub>3</sub>-C<sub>6</sub> cycloalkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl);

alternatively, NR<sup>19</sup>R<sup>19a</sup> may form a 5-6 membered heterocyclic group consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom  
15 selected from the group: O, S, and N;

R<sup>20</sup> and R<sup>20a</sup> are independently selected from the group: H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, aryl, aryl(C<sub>1</sub>-C<sub>4</sub> alkyl)-, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, and  
20 C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl)-;

alternatively, NR<sup>20</sup>R<sup>20a</sup> may form a 5-6 membered heterocyclic group consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom  
25 selected from the group: O, S, and N;

OR<sup>26</sup> and OR<sup>27</sup> are independently selected from:

- a) -OH,
- b) -F,
- 30 c) -NR<sup>28</sup>R<sup>29</sup>,
- d) C<sub>1</sub>-C<sub>8</sub> alkoxy, and

when taken together, OR<sup>26</sup> and OR<sup>27</sup> form:

- e) a cyclic boronic ester where said cyclic boronic ester contains from 2 to 20 carbon atoms, and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;
- f) a cyclic boronic amide where said boronic amide contains from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O; or
- g) a cyclic boronic amide-ester where said boronic amide-ester contains from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

R<sup>28</sup> and R<sup>29</sup>, are independently selected from: H, C<sub>1</sub>-C<sub>4</sub> alkyl, aryl(C<sub>1</sub>-C<sub>4</sub> alkyl)-, and C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

A<sup>3</sup>, A<sup>4</sup>, A<sup>5</sup>, A<sup>6</sup>, A<sup>7</sup>, A<sup>8</sup>, and A<sup>9</sup> are independently selected from an amino acid residue; and

an amino acid residue, at each occurrence, independently comprises a natural amino acid, a modified amino acid or an unnatural amino acid wherein said natural, modified or unnatural amino acid is of either D or L configuration.

25

2. A compound of Claim 1, or a stereoisomer, pharmaceutically acceptable salt form or prodrug thereof, wherein:

A<sup>1</sup> is -CH<sub>2</sub>- or -CH<sub>2</sub>CH<sub>2</sub>-;

A<sup>2</sup> is -C(=O)R<sup>9b</sup>, -S(=O)R<sup>9b</sup>, -S(=O)<sub>2</sub>R<sup>9b</sup>, -CONHR<sup>9b</sup>,

$-S(=O)_2NHR^{9b}$ ,  $-C(=O)OR^{9b}$ ;  
 $-A^3-R^{9a}$ ;  
 $-A^3-A^4-R^{9a}$ ;  
 $-A^3-A^4-A^5-R^{9a}$ ; or  
5  $-A^3-A^4-A^5-A^6-R^{9a}$ ;

W is selected from the group:

$-B(OR^{26})(OR^{27})$ ,  
 $-C(=O)C(=O)-Q$ ,  
10  $-C(=O)C(=O)NH-Q$ ,  
 $-C(=O)C(=O)-O-Q$ ,  
 $-C(=O)CF_2C(=O)NH-Q$ ,  
 $-C(=O)CF_3$ ,  
 $-C(=O)CF_2CF_3$ ,  
15  $-C(=O)H$ , and  
 $-C(=O)W^1$ ;

$W^1$  is  $OR^8$  or  $-NR^{11}R^{11a}$ ;

20 Q is selected from the group:

$-(CR^{10}R^{10c})_m-Q^1$ ,  
 $C_1-C_4$  alkyl substituted with  $Q^1$ ,  
 $C_2-C_4$  alkenyl substituted with  $Q^1$ , and  
 $C_2-C_4$  alkynyl substituted with  $Q^1$ ;

25

m is 1 or 2;

$Q^1$  is selected from the group:

$-CO_2R^{11}$ ,  $-SO_2R^{11}$ ,  $-SO_3R^{11}$ ,  $-P(O)_2R^{11}$ ,  $-P(O)_3R^{11}$ ;  
30 phenyl substituted with 0-4  $Q^{1a}$ ; and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic group is substituted with 0-4 Q<sup>1a</sup>;

Q<sup>1a</sup> is H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, -CO<sub>2</sub>R<sup>19</sup>, -C(=O)NR<sup>19</sup>R<sup>19a</sup>, -NHC(=O)R<sup>19</sup>, -SO<sub>2</sub>R<sup>19</sup>, -SO<sub>2</sub>NR<sup>19</sup>R<sup>19a</sup>, -NR<sup>19</sup>R<sup>19a</sup>, -OR<sup>19</sup>, -SR<sup>19</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>1</sup> is selected from the group: H, F; C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>1a</sup>; C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>1a</sup>; C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>1a</sup>; and C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>1a</sup>;

R<sup>1a</sup> is selected at each occurrence from the group: Cl, F, Br, I, CF<sub>3</sub>, CHF<sub>2</sub>, OH, =O, SH, -CO<sub>2</sub>R<sup>1b</sup>, -SO<sub>2</sub>R<sup>1b</sup>, -SO<sub>3</sub>R<sup>1b</sup>, -P(O)<sub>2</sub>R<sup>1b</sup>, -P(O)<sub>3</sub>R<sup>1b</sup>, -C(=O)NHR<sup>1b</sup>, -NHC(=O)R<sup>1b</sup>, -SO<sub>2</sub>NHR<sup>1b</sup>, -OR<sup>1b</sup>, -SR<sup>1b</sup>, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, -S-(C<sub>1</sub>-C<sub>6</sub> alkyl); C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>1c</sup>; aryl substituted with 0-5 R<sup>1c</sup>; -O-(CH<sub>2</sub>)<sub>n</sub>-aryl substituted with 0-5 R<sup>1c</sup>; -S-(CH<sub>2</sub>)<sub>n</sub>-aryl substituted with 0-5 R<sup>1c</sup>; and 5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially



unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R<sup>1c</sup>;

n is 0, 1 or 2;

5

R<sup>1b</sup> is H;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>1c</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>1c</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>1c</sup>;

10 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-5 R<sup>1c</sup>;

aryl substituted with 0-5 R<sup>1c</sup>;

aryl-C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-4 R<sup>1c</sup>; or

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group:

15 O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 R<sup>1c</sup>;

R<sup>1c</sup> is selected at each occurrence from the group:

20 C<sub>1</sub>-C<sub>4</sub> alkyl, Cl, F, Br, I, OH, SH, -CN, -NO<sub>2</sub>, -OR<sup>1d</sup>, -C(=O)OR<sup>1d</sup>, -NR<sup>1d</sup>R<sup>1d</sup>, -SO<sub>2</sub>R<sup>1d</sup>, -SO<sub>3</sub>R<sup>1d</sup>, -C(=O)NHR<sup>1d</sup>, -NHC(=O)R<sup>1d</sup>, -SO<sub>2</sub>NHR<sup>1d</sup>, -CF<sub>3</sub>, -OCF<sub>3</sub>, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, phenyl, and benzyl;

25 R<sup>1d</sup> is selected at each occurrence from the group: H, C<sub>1</sub>-C<sub>4</sub> alkyl, phenyl and benzyl;

R<sup>2</sup> is selected from the group: H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>2</sub>-C<sub>4</sub> alkenyl, C<sub>2</sub>-C<sub>4</sub> alkynyl, C<sub>3</sub>-C<sub>4</sub> cycloalkyl, and C<sub>3</sub>-C<sub>4</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl)-;

30

alternatively,  $R^1$  and  $R^2$  can be combined to form a 4-7  
membered cyclic group consisting of carbon atoms;  
substituted with 0-2  $R^{14}$ ;

5

$R^3$  is selected from the group:  $R^4$ ,

$-(CH_2)_p-NH-R^4$ ,

$-(CH_2)_p-NHC(=O)-R^4$ ,

$-(CH_2)_p-C(=O)NH-R^4$ ,

10  $-(CH_2)_p-C(=O)O-R^4$ ,

$-(CH_2)_p-C(=O)C(=O)-R^4$ ,

$-(CH_2)_p-C(=O)C(=O)NH-R^4$ ,

$-(CH_2)_p-NHC(=O)NH-R^4$ ,

$-(CH_2)_p-NHC(=O)NHC(=O)-R^4$ ,

15  $-(CH_2)_p-NHS(=O)_2-R^4$ ,

$-(CH_2)_p-S(=O)_2NH-R^4$ ,

$-(CH_2)_p-C(=O)-R^4$ ,

$-(CH_2)_p-O-R^4$ , and

$-(CH_2)_p-S-R^4$ ;

20

$p$  is 0, 1, or 2;

$R^4$  is selected from the group:

C1-C6 alkyl substituted with 0-3  $R^{4a}$ ;

25 C2-C6 alkenyl substituted with 0-3  $R^{4a}$ ;

C2-C6 alkynyl substituted with 0-3  $R^{4a}$ ;

C3-C10 cycloalkyl substituted with 0-4  $R^{4b}$ ;

C3-C10 carbocycle substituted with 0-4  $R^{4b}$ ;

aryl substituted with 0-5 R<sup>4b</sup>;  
 aryl-C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-5 R<sup>4b</sup>; and  
 5-10 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the  
 5 group: O, S, and N; optionally saturated,  
 partially unsaturated or unsaturated; and said 5-  
 10 membered heterocyclic group is substituted  
 with 0-3 R<sup>4b</sup>;

10 R<sup>4a</sup> is, at each occurrence, independently selected from:  
 H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>,  
 =O, OH, -CO<sub>2</sub>H, -C(=NH)NH<sub>2</sub>, -CO<sub>2</sub>R<sup>11</sup>, -C(=O)NR<sup>11</sup>R<sup>11a</sup>,  
 -NHC(=O)R<sup>11</sup>, -NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11a</sup>, -SR<sup>11a</sup>, -C(=O)R<sup>11a</sup>,  
 -S(=O)R<sup>11a</sup>, -SO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>, -NHC(=NH)NHR<sup>11</sup>,  
 15 -C(=NH)NHR<sup>11</sup>, =NOR<sup>11</sup>, -NR<sup>11</sup>C(=O)OR<sup>11a</sup>,  
 -NR<sup>11</sup>C(=O)NR<sup>11</sup>R<sup>11a</sup>, -NR<sup>11</sup>SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>, -NR<sup>11</sup>SO<sub>2</sub>R<sup>11a</sup>,  
 -OP(O)(OR<sup>11</sup>)<sub>2</sub>;  
 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>4b</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>4b</sup>;  
 20 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>4b</sup>;  
 C<sub>3</sub>-C<sub>7</sub> cycloalkyl substituted with 0-4 R<sup>4c</sup>;  
 C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>4c</sup>;  
 aryl substituted with 0-5 R<sup>4c</sup>; and  
 5-10 membered heterocyclic group consisting of carbon  
 25 atoms and 1-4 heteroatoms selected from the  
 group: O, S, and N; optionally saturated,  
 partially unsaturated or unsaturated; and said 5-  
 10 membered heterocyclic group is substituted  
 with 0-3 R<sup>4c</sup>;

30

- R<sup>4b</sup> is, at each occurrence, independently selected from:  
H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, =O, OH,  
-CO<sub>2</sub>H, -C(=NH)NH<sub>2</sub>, -CO<sub>2</sub>R<sup>11</sup>, -C(=O)NR<sup>11</sup>R<sup>11a</sup>,  
-NHC(=O)R<sup>11</sup>, -NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11a</sup>, -SR<sup>11a</sup>, -C(=O)R<sup>11a</sup>,  
5 -S(=O)R<sup>11a</sup>, -SO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>, -NHC(=NH)NHR<sup>11</sup>,  
-C(=NH)NHR<sup>11</sup>, =NOR<sup>11</sup>, -NR<sup>11</sup>C(=O)OR<sup>11a</sup>,  
-OC(=O)NR<sup>11</sup>R<sup>11a</sup>, -NR<sup>11</sup>C(=O)NR<sup>11</sup>R<sup>11a</sup>, -NR<sup>11</sup>SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>,  
-NR<sup>11</sup>SO<sub>2</sub>R<sup>11a</sup>, -OP(O)(OR<sup>11</sup>)<sub>2</sub>;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>4c</sup>;  
10 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>4c</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>4c</sup>;  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>4d</sup>;  
aryl substituted with 0-5 R<sup>4d</sup>; and  
5-10 membered heterocyclic group consisting of carbon  
15 atoms and 1-4 heteroatoms selected from the  
group: O, S, and N; optionally saturated or  
unsaturated; and said 5-10 membered heterocyclic  
group is substituted with 0-3 R<sup>4d</sup>;
- 20 R<sup>4c</sup> is, at each occurrence, independently selected from:  
H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, =O, OH,  
-CO<sub>2</sub>H, -C(=NH)NH<sub>2</sub>, -CO<sub>2</sub>R<sup>11</sup>, -C(=O)NR<sup>11</sup>R<sup>11a</sup>,  
-NHC(=O)R<sup>11</sup>, -NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11a</sup>, -SR<sup>11a</sup>, -C(=O)R<sup>11a</sup>,  
-S(=O)R<sup>11a</sup>, -SO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>,  
25 C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>4d</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>4d</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>4d</sup>;  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>4d</sup>;

aryl substituted with 0-5 R<sup>4d</sup>; and  
5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N; optionally saturated or  
5 unsaturated; and said 5-10 membered heterocyclic  
group is substituted with 0-3 R<sup>4d</sup>;

R<sup>4d</sup> is, at each occurrence, independently selected from:  
H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, =O, OH,  
10 -CO<sub>2</sub>H, -CO<sub>2</sub>R<sup>11</sup>, -C(=O)NR<sup>11</sup>R<sup>11a</sup>, -NHC(=O)R<sup>11</sup>,  
-NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11a</sup>, -SR<sup>11a</sup>, -C(=O)R<sup>11a</sup>, -S(=O)R<sup>11a</sup>,  
-SO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, phenyl, and benzyl;

15 R<sup>8</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>9a</sup> is selected from the group: H, -S(=O)R<sup>9b</sup>, -S(=O)<sub>2</sub>R<sup>9b</sup>,  
-S(=O)<sub>2</sub>NHR<sup>9b</sup>, -C(=O)R<sup>9b</sup>, -C(=O)OR<sup>9b</sup>, -C(=O)NHR<sup>9b</sup>,  
-C(=O)NHC(=O)R<sup>9b</sup>;  
20 C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>9c</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>9c</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>9c</sup>;  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9d</sup>;  
C<sub>3</sub>-C<sub>14</sub> carbocycle substituted with 0-4 R<sup>9d</sup>;  
25 aryl substituted with 0-5 R<sup>9d</sup>; and  
5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the group:  
O, S, and N; optionally saturated, partially  
unsaturated or unsaturated; and said 5-10 membered  
30 heterocyclic group is substituted with 0-4 R<sup>9d</sup>;

R<sup>9b</sup> is selected from the group: H;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>9c</sup>;

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>9c</sup>;

5 C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>9c</sup>;

C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9d</sup>;

C<sub>3</sub>-C<sub>14</sub> carbocycle substituted with 0-4 R<sup>9d</sup>;

aryl substituted with 0-5 R<sup>9d</sup>; and

10 5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 R<sup>9d</sup>;

15 R<sup>9c</sup> is selected from the group: CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;

C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>9d</sup>;

C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>9d</sup>;

C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>9d</sup>;

20 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9e</sup>;

C<sub>3</sub>-C<sub>14</sub> carbocycle substituted with 0-4 R<sup>9e</sup>;

aryl substituted with 0-5 R<sup>9e</sup>; and

25 5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 R<sup>9e</sup>;

R<sup>9d</sup> is selected at each occurrence from the group:

CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, C(O)OR<sup>11</sup>, NH<sub>2</sub>,  
NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>9e</sup>;

C<sub>1</sub>-C<sub>4</sub> alkoxy substituted with 0-3 R<sup>9e</sup>;

5 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9e</sup>;

aryl substituted with 0-5 R<sup>9e</sup>; and

5-6 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N; optionally saturated,  
10 partially unsaturated or unsaturated; and said  
5-6 membered heterocyclic group is substituted  
with 0-4 R<sup>9e</sup>;

R<sup>9e</sup> is selected at each occurrence from the group:

15 C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I,  
=O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>,  
-CN, and NO<sub>2</sub>;

R<sup>10</sup> is selected from the group: -CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11a</sup>, and C<sub>1</sub>-

20 C<sub>6</sub> alkyl substituted with 0-1 R<sup>10a</sup>;

R<sup>10a</sup> is selected from the group: halo, -NO<sub>2</sub>, -CN, -CF<sub>3</sub>,  
-CO<sub>2</sub>R<sup>11</sup>, -NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11</sup>, -SR<sup>11</sup>, -C(=NH)NH<sub>2</sub>, and aryl  
substituted with 0-1 R<sup>10b</sup>;

25

R<sup>10b</sup> is selected from the group: -CO<sub>2</sub>H, -NH<sub>2</sub>, -OH, -SH,  
and -C(=NH)NH<sub>2</sub>;

R<sup>10c</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

30

alternatively, R<sup>10</sup> and R<sup>10c</sup> can be combined to form a C<sub>3</sub>-C<sub>6</sub>  
cycloalkyl group substituted with 0-1 R<sup>10a</sup>;

R<sup>11</sup> and R<sup>11a</sup> are, at each occurrence, independently  
5 selected from the group: H;  
C<sub>1</sub>-C<sub>6</sub> alkyl substituted with 0-3 R<sup>11b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkenyl substituted with 0-3 R<sup>11b</sup>;  
C<sub>2</sub>-C<sub>6</sub> alkynyl substituted with 0-3 R<sup>11b</sup>;  
C<sub>3</sub>-C<sub>7</sub> cycloalkyl substituted with 0-3 R<sup>11b</sup>;  
10 aryl substituted with 0-3 R<sup>11b</sup>; and  
aryl(C<sub>1</sub>-C<sub>4</sub> alkyl)- substituted with 0-3 R<sup>11b</sup>;

R<sup>11b</sup> is OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, I, NH<sub>2</sub>, or -NH(C<sub>1</sub>-C<sub>4</sub>  
alkyl);

15 R<sup>12</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>14</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl or C<sub>2</sub>-C<sub>4</sub> alkenyl;

20 R<sup>19</sup> and R<sup>19a</sup> are independently selected from the group: H,  
C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, aryl, aryl(C<sub>1</sub>-C<sub>4</sub> alkyl),  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkyl(C<sub>1</sub>-C<sub>4</sub> alkyl);

alternatively, NR<sup>19</sup>R<sup>19a</sup> may form a 5-6 membered  
25 heterocyclic group consisting of carbon atoms, a  
nitrogen atom, and optionally a second heteroatom  
selected from the group: O, S, and N;

OR<sup>26</sup> and OR<sup>27</sup> are independently selected from:  
30 a) -OH,



- b) -F,
- c) -NR<sup>28</sup>R<sup>29</sup>,
- d) C<sub>1</sub>-C<sub>8</sub> alkoxy, and

when taken together, OR<sup>26</sup> and OR<sup>27</sup> form:

- 5 e) a cyclic boronic ester where said cyclic boronic ester contains from 2 to 20 carbon atoms, and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

- 10 R<sup>28</sup> and R<sup>29</sup>, are independently selected from: H, C<sub>1</sub>-C<sub>4</sub> alkyl, aryl(C<sub>1</sub>-C<sub>4</sub> alkyl)-, and C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

A<sup>3</sup>, A<sup>4</sup>, A<sup>5</sup>, and A<sup>6</sup>, are independently selected from an amino acid residue; and

- 15 an amino acid residue, at each occurrence, independently comprises a natural amino acid, a modified amino acid or an unnatural amino acid wherein said natural, modified or unnatural amino acid is of either D or L configuration.
- 20

3. A compound of Claim 2, or a stereoisomer, pharmaceutically acceptable salt form or prodrug thereof, wherein:

- 25 A<sup>1</sup> is -CH<sub>2</sub>- or -CH<sub>2</sub>CH<sub>2</sub>-;

A<sup>2</sup> is -C(=O)R<sup>9b</sup>, -S(=O)R<sup>9b</sup>, -S(=O)<sub>2</sub>R<sup>9b</sup>, -CONHR<sup>9b</sup>,  
-S(=O)<sub>2</sub>NHR<sup>9b</sup>, -C(=O)OR<sup>9b</sup>;

- 30 -A<sup>3</sup>-R<sup>9a</sup>;  
-A<sup>3</sup>-A<sup>4</sup>-R<sup>9a</sup>; or

-A<sup>3</sup>-A<sup>4</sup>-A<sup>5</sup>-R<sup>9a</sup>;

W is -B(OR<sup>26</sup>)(OR<sup>27</sup>);

5 R<sup>1</sup> is selected from the group: H;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-2 R<sup>1a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-2 R<sup>1a</sup>;

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-2 R<sup>1a</sup>; and

10 R<sup>1a</sup> is selected at each occurrence from the group:

Cl, F, Br, CF<sub>3</sub>, CHF<sub>2</sub>, OH, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -S-(C<sub>1</sub>-C<sub>4</sub> alkyl);

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-2 R<sup>1c</sup>;

aryl substituted with 0-3 R<sup>1c</sup>; and

15 5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R<sup>1c</sup>;

20

R<sup>1c</sup> is selected at each occurrence from the group:

C<sub>1</sub>-C<sub>4</sub> alkyl, Cl, F, Br, I, OH, SH, -CN, -NO<sub>2</sub>, -OR<sup>1d</sup>,  
-C(=O)OR<sup>1d</sup>, -NR<sup>1d</sup>R<sup>1d</sup>, -SO<sub>2</sub>R<sup>1d</sup>, -SO<sub>3</sub>R<sup>1d</sup>, -C(=O)NHR<sup>1d</sup>,  
-NHC(=O)R<sup>1d</sup>, -SO<sub>2</sub>NHR<sup>1d</sup>, -CF<sub>3</sub>, -OCF<sub>3</sub>, C<sub>3</sub>-C<sub>6</sub> cycloalkyl,  
25 phenyl, and benzyl;

R<sup>1d</sup> is selected at each occurrence from the group: H, C<sub>1</sub>-C<sub>4</sub> alkyl, phenyl and benzyl;

30 R<sup>2</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>3</sup> is selected from the group: R<sup>4</sup>,

- (CH<sub>2</sub>)<sub>p</sub>-NH-R<sup>4</sup>,
- (CH<sub>2</sub>)<sub>p</sub>-NHC(=O)-R<sup>4</sup>,
- 5    -(CH<sub>2</sub>)<sub>p</sub>-C(=O)NH-R<sup>4</sup>,
- (CH<sub>2</sub>)<sub>p</sub>-C(=O)O-R<sup>4</sup>,
- (CH<sub>2</sub>)<sub>p</sub>-NHC(=O)NH-R<sup>4</sup>,
- (CH<sub>2</sub>)<sub>p</sub>-NHC(=O)NHC(=O)-R<sup>4</sup>,
- (CH<sub>2</sub>)<sub>p</sub>-C(=O)-R<sup>4</sup>,
- 10    -(CH<sub>2</sub>)<sub>p</sub>-O-R<sup>4</sup>, and
- (CH<sub>2</sub>)<sub>p</sub>-S-R<sup>4</sup>;

p is 0, 1, or 2;

15    R<sup>4</sup> is selected from the group:

- C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>4a</sup>;
- C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>4a</sup>;
- C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>4a</sup>;
- C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-2 R<sup>4b</sup>;
- 20    aryl substituted with 0-5 R<sup>4b</sup>; and
- 5-10 membered heterocyclic group consisting of carbon  
          atoms and 1-4 heteroatoms selected from the  
          group: O, S, and N; optionally saturated,  
          partially unsaturated or unsaturated; and said 5-  
25    10 membered heterocyclic group is substituted  
          with 0-4 R<sup>4b</sup>;

R<sup>4a</sup> is, at each occurrence, independently selected from:

H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>,

=O, OH, -CO<sub>2</sub>H, -C(=NH)NH<sub>2</sub>, -CO<sub>2</sub>R<sup>11</sup>, -C(=O)NR<sup>11</sup>R<sup>11a</sup>,  
 -NHC(=O)R<sup>11</sup>, -NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11a</sup>, -SR<sup>11a</sup>, -C(=O)R<sup>11a</sup>,  
 -S(=O)R<sup>11a</sup>, -SO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>, -NHC(=NH)NHR<sup>11</sup>,  
 -C(=NH)NHR<sup>11</sup>, =NOR<sup>11</sup>, -NR<sup>11</sup>C(=O)OR<sup>11a</sup>,  
 5 -NR<sup>11</sup>C(=O)NR<sup>11</sup>R<sup>11a</sup>, -NR<sup>11</sup>SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>, -NR<sup>11</sup>SO<sub>2</sub>R<sup>11a</sup>;  
 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-2 R<sup>4b</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-2 R<sup>4b</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-2 R<sup>4b</sup>;  
 C<sub>3</sub>-C<sub>7</sub> cycloalkyl substituted with 0-3 R<sup>4c</sup>;  
 10 aryl substituted with 0-5 R<sup>4c</sup>; and  
 5-10 membered heterocyclic group consisting of carbon  
 atoms and 1-4 heteroatoms selected from the  
 group: O, S, and N; optionally saturated,  
 partially unsaturated or unsaturated; and said 5-  
 15 10 membered heterocyclic group is substituted  
 with 0-3 R<sup>4c</sup>;

R<sup>4b</sup> is, at each occurrence, independently selected from:  
 H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, =O, OH,  
 20 -CO<sub>2</sub>H, -C(=NH)NH<sub>2</sub>, -CO<sub>2</sub>R<sup>11</sup>, -C(=O)NR<sup>11</sup>R<sup>11a</sup>,  
 -NHC(=O)R<sup>11</sup>, -NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11a</sup>, -SR<sup>11a</sup>, -C(=O)R<sup>11a</sup>,  
 -S(=O)R<sup>11a</sup>, -SO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>, -NHC(=NH)NHR<sup>11</sup>,  
 -C(=NH)NHR<sup>11</sup>, =NOR<sup>11</sup>, -NR<sup>11</sup>C(=O)OR<sup>11a</sup>,  
 -OC(=O)NR<sup>11</sup>R<sup>11a</sup>, -NR<sup>11</sup>C(=O)NR<sup>11</sup>R<sup>11a</sup>, -NR<sup>11</sup>SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>,  
 25 -NR<sup>11</sup>SO<sub>2</sub>R<sup>11a</sup>, -OP(O)(OR<sup>11</sup>)<sub>2</sub>;  
 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>4c</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>4c</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>4c</sup>;  
 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>4d</sup>;

aryl substituted with 0-5 R<sup>4d</sup>; and  
5-10 membered heterocyclic group consisting of carbon  
atoms and 1-4 heteroatoms selected from the  
group: O, S, and N; optionally saturated or  
5 unsaturated; and said 5-10 membered heterocyclic  
group is substituted with 0-3 R<sup>4d</sup>;

R<sup>4c</sup> is, at each occurrence, independently selected from:  
H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, =O, OH,  
10 -CO<sub>2</sub>H, -C(=NH)NH<sub>2</sub>, -CO<sub>2</sub>R<sup>11</sup>, -C(=O)NR<sup>11</sup>R<sup>11a</sup>,  
-NHC(=O)R<sup>11</sup>, -NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11a</sup>, -SR<sup>11a</sup>, -C(=O)R<sup>11a</sup>,  
-S(=O)R<sup>11a</sup>, -SO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>,  
C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>4d</sup>;  
15 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>4d</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>4d</sup>;  
C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-4 R<sup>4d</sup>;  
aryl substituted with 0-5 R<sup>4d</sup>; and  
5-10 membered heterocyclic group consisting of carbon  
20 atoms and 1-4 heteroatoms selected from the  
group: O, S, and N; optionally saturated or  
unsaturated; and said 5-10 membered heterocyclic  
group is substituted with 0-3 R<sup>4d</sup>;

25 R<sup>4d</sup> is, at each occurrence, independently selected from:  
H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, =O, OH,  
-CO<sub>2</sub>H, -CO<sub>2</sub>R<sup>11</sup>, -C(=O)NR<sup>11</sup>R<sup>11a</sup>, -NHC(=O)R<sup>11</sup>,  
-NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11a</sup>, -SR<sup>11a</sup>, -C(=O)R<sup>11a</sup>, -S(=O)R<sup>11a</sup>,  
-SO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
30 C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, phenyl, and benzyl;

- $R^{9a}$  is selected from the group: H,  $-S(=O)R^{9b}$ ,  $-S(=O)_2R^{9b}$ ,  
 $-S(=O)_2NHR^{9b}$ ,  $-C(=O)R^{9b}$ ,  $-C(=O)OR^{9b}$ ,  $-C(=O)NHR^{9b}$ ,  
 $-C(=O)NHC(=O)R^{9b}$ ;
- 5      C1-C4 alkyl substituted with 0-3  $R^{9c}$ ;  
       C2-C4 alkenyl substituted with 0-3  $R^{9c}$ ;  
       C2-C4 alkynyl substituted with 0-3  $R^{9c}$ ;  
       C3-C6 cycloalkyl substituted with 0-3  $R^{9d}$ ;  
       C3-C14 carbocycle substituted with 0-4  $R^{9d}$ ;
- 10     aryl substituted with 0-5  $R^{9d}$ ; and  
       5-10 membered heterocyclic group consisting of carbon  
       atoms and 1-4 heteroatoms selected from the group:  
       O, S, and N; optionally saturated, partially  
       unsaturated or unsaturated; and said 5-10 membered
- 15     heterocyclic group is substituted with 0-4  $R^{9d}$ ;
- $R^{9b}$  is selected from the group: H;
- C1-C4 alkyl substituted with 0-2  $R^{9c}$ ;
- 20     C2-C4 alkenyl substituted with 0-2  $R^{9c}$ ;
- C2-C4 alkynyl substituted with 0-2  $R^{9c}$ ;
- C3-C6 cycloalkyl substituted with 0-2  $R^{9d}$ ;
- C3-C14 carbocycle substituted with 0-3  $R^{9d}$ ;
- aryl substituted with 0-3  $R^{9d}$ ; and
- 25     5-10 membered heterocyclic group consisting of carbon  
       atoms and 1-4 heteroatoms selected from the group:  
       O, S, and N; optionally saturated, partially  
       unsaturated or unsaturated; and said 5-10 membered  
       heterocyclic group is substituted with 0-3  $R^{9d}$ ;

R<sup>9c</sup> is selected from the group: CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I,

=O, OH, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>9d</sup>;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>9d</sup>;

5 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>9d</sup>;

C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9e</sup>;

C<sub>3</sub>-C<sub>14</sub> carbocycle substituted with 0-4 R<sup>9e</sup>;

aryl substituted with 0-5 R<sup>9e</sup>; and

10 5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group:

O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 R<sup>9e</sup>;

15 R<sup>9d</sup> is selected at each occurrence from the group:

CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-3 R<sup>9e</sup>;

C<sub>1</sub>-C<sub>4</sub> alkoxy substituted with 0-3 R<sup>9e</sup>;

20 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-3 R<sup>9e</sup>;

aryl substituted with 0-5 R<sup>9e</sup>; and

25 5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic group is substituted with 0-4 R<sup>9e</sup>;

R<sup>9e</sup> is selected at each occurrence from the group:

C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I,  
=O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>,  
-CN, and NO<sub>2</sub>;

- 5 R<sup>11</sup> and R<sup>11a</sup> are, at each occurrence, independently  
selected from the group: H;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>11b</sup>;  
phenyl substituted with 0-2 R<sup>11b</sup>; and  
benzyl substituted with 0-2 R<sup>11b</sup>;

10

R<sup>11b</sup> is OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, I, NH<sub>2</sub>, or -NH(C<sub>1</sub>-C<sub>4</sub>  
alkyl);

OR<sup>26</sup> and OR<sup>27</sup> are independently selected from:

15

- a) -OH,  
d) C<sub>1</sub>-C<sub>8</sub> alkoxy, and

when taken together, OR<sup>26</sup> and OR<sup>27</sup> form:

- e) a cyclic boronic ester where said cyclic boronic  
ester contains from 2 to 16 carbon atoms;

20

A<sup>3</sup>, A<sup>4</sup>, and A<sup>5</sup>, are independently selected from an amino  
acid residue wherein said amino acid residue, at each  
occurrence, is independently selected from the group:

25

Ala, Arg, Asn, Asp, Aze, Cys, Gln, Glu, Gly, His, Hyp,  
Ile, Leu, Lys, Met, Orn, Phe, Pro, Sar, Ser, Thr, Trp,  
Tyr, Val, Abu, Alg, Ape, Cha, Cpa, Cpg, Dfb, Dpa, Gla,  
Irg, HomoLys, Phe(4-fluoro), Tpa, Asp(OMe), Glu(OMe),  
Hyp(OMe), Asp(O<sup>t</sup>Bu), Glu(O<sup>t</sup>Bu), Hyp(O<sup>t</sup>Bu), Thr(O<sup>t</sup>Bu),  
Asp(OBzl), Glu(OBzl), Hyp(OBzl), Pro(OBzl), Thr(OBzl),  
30 cyclohexylglycine, cyclohexylalanine,



cyclopropylglycine, t-butylglycine, phenylglycine, and 3,3-diphenylalanine.

4. A compound of Claim 3, or a stereoisomer,  
5 pharmaceutically acceptable salt form or prodrug thereof,  
wherein:

A<sup>1</sup> is -CH<sub>2</sub>-;

- 10 A<sup>2</sup> is -C(=O)R<sup>9b</sup>, -S(=O)R<sup>9b</sup>, -S(=O)<sub>2</sub>R<sup>9b</sup>, -CONHR<sup>9b</sup>,  
-S(=O)<sub>2</sub>NHR<sup>9b</sup>, -C(=O)OR<sup>9b</sup>;  
-A<sup>3</sup>-R<sup>9a</sup>;  
-A<sup>3</sup>-A<sup>4</sup>-R<sup>9a</sup>; or  
-A<sup>3</sup>-A<sup>4</sup>-A<sup>5</sup>-R<sup>9a</sup>;

- 15 W is -B(OR<sup>26</sup>)(OR<sup>27</sup>);

R<sup>1</sup> is selected from the group: H;

- C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-2 R<sup>1a</sup>;  
20 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-2 R<sup>1a</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-2 R<sup>1a</sup>;

R<sup>1a</sup> is selected at each occurrence from the group:

- Cl, F, Br, CF<sub>3</sub>, or CHF<sub>2</sub>;

- 25 R<sup>2</sup> is H or methyl;

R<sup>3</sup> is selected from the group: R<sup>4</sup>,

- (CH<sub>2</sub>)<sub>p</sub>-NH-R<sup>4</sup>,  
30 -(CH<sub>2</sub>)<sub>p</sub>-NHC(=O)-R<sup>4</sup>,

$-(CH_2)_p-C(=O)NH-R^4$ ,  
 $-(CH_2)_p-C(=O)O-R^4$ ,  
 $-(CH_2)_p-NHC(=O)NH-R^4$ ,  
 $-(CH_2)_p-NHC(=O)NHC(=O)-R^4$ ,  
5  $-(CH_2)_p-C(=O)-R^4$ ,  
 $-(CH_2)_p-O-R^4$ , and  
 $-(CH_2)_p-S-R^4$ ;

p is 0 or 1;

10

$R^4$  is selected from the group:

$C_1-C_4$  alkyl substituted with 0-3  $R^{4a}$ ;  
 $C_2-C_4$  alkenyl substituted with 0-3  $R^{4a}$ ;  
 $C_2-C_4$  alkynyl substituted with 0-3  $R^{4a}$ ;  
15  $C_3-C_4$  cycloalkyl substituted with 0-2  $R^{4b}$ ;  
phenyl substituted with 0-3  $R^{4b}$ ;  
naphthyl substituted with 0-3  $R^{4b}$ ; and  
5-10 membered heterocyclic group selected from the  
group: pyridinyl, furanyl, thienyl, pyrrolyl,  
20 pyrazolyl, pyrazinyl, piperazinyl, imidazolyl,  
indolyl, benzimidazolyl, 1H-indazolyl,  
oxazolidinyl, benzotriazolyl, benzisoxazolyl,  
benzoxazolyl, oxindolyl, benzoxazolinyl,  
benzthiazolyl, benzisothiazolyl, isatinoyl,  
25 isoxazolopyridinyl, isothiazolopyridinyl,  
thiazolopyridinyl, oxazolopyridinyl,  
imidazolopyridinyl, pyrazolopyridinyl,  
4H-quinolizinyl, benzofuranyl, benzothiophenyl,  
quinazolinyl, quinolinyl, 4H-quinolizinyl, and

quinoxalinyll; and said 5-10 membered heterocyclic group is substituted with 0-3 R<sup>4b</sup>;

R<sup>4a</sup> is, at each occurrence, independently selected from:

- 5 H, F, Cl, Br, -NO<sub>2</sub>, -CN, -CF<sub>3</sub>, -OCF<sub>3</sub>, OH, -CO<sub>2</sub>H,  
-C(=NH)NH<sub>2</sub>, -CO<sub>2</sub>R<sup>11</sup>, -C(=O)NR<sup>11</sup>R<sup>11a</sup>, -NHC(=O)R<sup>11</sup>,  
-NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11a</sup>, -SR<sup>11a</sup>, -C(=O)R<sup>11a</sup>, -S(=O)R<sup>11a</sup>,  
-SO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>, -NR<sup>11</sup>C(=O)NR<sup>11</sup>R<sup>11a</sup>,  
-NR<sup>11</sup>SO<sub>2</sub>R<sup>11a</sup>;
- 10 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-2 R<sup>4b</sup>;  
phenyl substituted with 0-3 R<sup>4c</sup>;  
naphthyl substituted with 0-3 R<sup>4c</sup>; and  
5-10 membered heterocyclic group selected from the  
group: pyridinyl, furanyl, thienyl, pyrrolyl,  
15 pyrazolyl, pyrazinyl, piperazinyl, imidazolyl,  
indolyl, benzimidazolyl, 1H-indazolyl,  
oxazolidinyl, benzotriazolyl, benzisoxazolyl,  
benzoxazolyl, oxindolyl, benzoxazolinyll,  
benzthiazolyl, benzisothiazolyl, isatinoyl,  
20 isoxazolopyridinyl, isothiazolopyridinyl,  
thiazolopyridinyl, oxazolopyridinyl,  
imidazolopyridinyl, pyrazolopyridinyl,  
4H-quinolizinyll, benzofuranyl, benzothiophenyl,  
quinazolinyll, quinolinyl, 4H-quinolizinyll, and  
25 quinoxalinyll; and said 5-10 membered heterocyclic group is substituted with 0-3 R<sup>4c</sup>;

R<sup>4b</sup> is, at each occurrence, independently selected from:

- 30 H, F, Cl, Br, -NO<sub>2</sub>, -CN, -CF<sub>3</sub>, -OCF<sub>3</sub>, OH, -CO<sub>2</sub>H,  
-C(=NH)NH<sub>2</sub>, -CO<sub>2</sub>R<sup>11</sup>, -C(=O)NR<sup>11</sup>R<sup>11a</sup>, -NHC(=O)R<sup>11</sup>,  
-NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11a</sup>, -SR<sup>11a</sup>, -C(=O)R<sup>11a</sup>, -S(=O)R<sup>11a</sup>,

-SO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>, -NR<sup>11</sup>C(=O)NR<sup>11</sup>R<sup>11a</sup>,  
-NR<sup>11</sup>SO<sub>2</sub>R<sup>11a</sup>;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>4c</sup>;

phenyl substituted with 0-3 R<sup>4d</sup>;

5 naphthyl substituted with 0-3 R<sup>4d</sup>; and

5-10 membered heterocyclic group selected from the  
group: pyridinyl, furanyl, thienyl, pyrrolyl,  
pyrazolyl, pyrazinyl, piperazinyl, imidazolyl,  
indolyl, benzimidazolyl, 1H-indazolyl,

10 oxazolidinyl, benzotriazolyl, benzisoxazolyl,  
benzoxazolyl, oxindolyl, benzoxazolyl,

benzthiazolyl, benzisothiazolyl, isatinoyl,  
isoxazolopyridinyl, isothiazolopyridinyl,  
thiazolopyridinyl, oxazolopyridinyl,

15 imidazolopyridinyl, pyrazolopyridinyl,  
4H-quinolizinyl, benzofuranyl, benzothiophenyl,  
quinazolinyl, quinolinyl, 4H-quinolizinyl, and

quinoxalinyl; and said 5-10 membered heterocyclic  
group is substituted with 0-3 R<sup>4d</sup>;

20

R<sup>4c</sup> is, at each occurrence, independently selected from:

H, F, Cl, Br, -NO<sub>2</sub>, -CN, -CF<sub>3</sub>, -OCF<sub>3</sub>, OH, -CO<sub>2</sub>H,  
-C(=NH)NH<sub>2</sub>, -CO<sub>2</sub>R<sup>11</sup>, -C(=O)NR<sup>11</sup>R<sup>11a</sup>, -NHC(=O)R<sup>11</sup>,  
-NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11a</sup>, -SR<sup>11a</sup>, -C(=O)R<sup>11a</sup>,

25 -S(=O)R<sup>11a</sup>, -SO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>,

C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>4d</sup> is, at each occurrence, independently selected from:

H, F, Cl, Br, I, -NO<sub>2</sub>, -CN, -NCS, -CF<sub>3</sub>, -OCF<sub>3</sub>, =O, OH,  
30 -CO<sub>2</sub>H, -CO<sub>2</sub>R<sup>11</sup>, -C(=O)NR<sup>11</sup>R<sup>11a</sup>, -NHC(=O)R<sup>11</sup>,  
-NR<sup>11</sup>R<sup>11a</sup>, -OR<sup>11a</sup>, -SR<sup>11a</sup>, -C(=O)R<sup>11a</sup>, -S(=O)R<sup>11a</sup>,

-SO<sub>2</sub>R<sup>11</sup>, -SO<sub>2</sub>NR<sup>11</sup>R<sup>11a</sup>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, phenyl, and benzyl;

R<sup>9a</sup> is selected from the group: H, -S(=O)R<sup>9b</sup>, -S(=O)<sub>2</sub>R<sup>9b</sup>,  
5        -S(=O)<sub>2</sub>NHR<sup>9b</sup>, -C(=O)R<sup>9b</sup>, -C(=O)OR<sup>9b</sup>, -C(=O)NHR<sup>9b</sup>,  
         -C(=O)NHC(=O)R<sup>9b</sup>;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-2 R<sup>9c</sup>;  
C<sub>3</sub>-C<sub>12</sub> carbocycle substituted with 0-3 R<sup>9d</sup>;  
phenyl substituted with 0-3 R<sup>9d</sup>;  
10        naphthyl substituted with 0-3 R<sup>9d</sup>; and  
         5-10 membered heterocyclic group selected from the  
              group: pyridinyl, furanyl, thienyl, pyrrolyl,  
              pyrazolyl, pyrazinyl, piperazinyl, imidazolyl,  
              indolyl, benzimidazolyl, 1H-indazolyl,  
15        oxazolidinyl, benzotriazolyl, benzisoxazolyl,  
              benzoxazolyl, oxindolyl, benzoxazolinyl,  
              benzthiazolyl, benzisothiazolyl, isatinoyl,  
              isoxazolopyridinyl, isothiazolopyridinyl,  
              thiazolopyridinyl, oxazolopyridinyl,  
20        imidazolopyridinyl, pyrazolopyridinyl,  
              4H-quinoliziny, benzofuranyl, benzothiophenyl,  
              quinazoliny, quinoliny, 4H-quinoliziny, and  
              quinoxaliny; and said 5-10 membered heterocyclic  
              group is substituted with 0-3 R<sup>9d</sup>;

25

R<sup>9b</sup> is selected from the group: H;

C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>9c</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>9c</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>9c</sup>;  
30        C<sub>3</sub>-C<sub>12</sub> carbocycle substituted with 0-3 R<sup>9d</sup>;

phenyl substituted with 0-3 R<sup>9d</sup>;  
 naphthyl substituted with 0-3 R<sup>9d</sup>; and  
 5-10 membered heterocyclic group selected from the  
 group: pyridinyl, furanyl, thienyl, pyrrolyl,  
 5 pyrazolyl, pyrazinyl, piperazinyl, imidazolyl,  
 indolyl, benzimidazolyl, 1H-indazolyl,  
 oxazolidinyl, benzotriazolyl, benzisoxazolyl,  
 benzoxazolyl, oxindolyl, benzoxazolinyl,  
 benzthiazolyl, benzisothiazolyl, isatinoyl,  
 10 isoxazolopyridinyl, isothiazolopyridinyl,  
 thiazolopyridinyl, oxazolopyridinyl,  
 imidazolopyridinyl, pyrazolopyridinyl,  
 4H-quinolizinyl, benzofuranyl, benzothiophenyl,  
 quinazolinyl, quinolinyl, 4H-quinolizinyl, and  
 15 quinoxalinyl; and said 5-10 membered heterocyclic  
 group is substituted with 0-3 R<sup>9d</sup>;

R<sup>9c</sup> is selected from the group: CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, OH,  
 C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;

20 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-2 R<sup>9d</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-2 R<sup>9d</sup>;  
 C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-2 R<sup>9d</sup>;  
 C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted with 0-2 R<sup>9e</sup>;  
 C<sub>3</sub>-C<sub>12</sub> carbocycle substituted with 0-3 R<sup>9e</sup>;

25 phenyl substituted with 0-3 R<sup>9e</sup>;  
 naphthyl substituted with 0-3 R<sup>9e</sup>; and

5-10 membered heterocyclic group selected from the  
 group: pyridinyl, furanyl, thienyl, pyrrolyl,  
 pyrazolyl, pyrazinyl, piperazinyl, imidazolyl,  
 30 indolyl, benzimidazolyl, 1H-indazolyl,  
 oxazolidinyl, benzotriazolyl, benzisoxazolyl,

benzoxazolyl, oxindolyl, benzoxazoliny, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridiny, isothiazolopyridiny, thiazolopyridiny, oxazolopyridiny, 5 imidazolopyridiny, pyrazolopyridiny, 4H-quinoliziny, benzofurany, benzothiopheny, quinazoliny, quinoliny, 4H-quinoliziny, and quinoxaliny; and said 5-10 membered heterocyclic group is substituted with 0-3 R<sup>9e</sup>;

10

R<sup>9d</sup> is selected at each occurrence from the group:

CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, OH, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, and phenyl;

15

R<sup>9e</sup> is selected at each occurrence from the group:

C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, I, =O, OH, phenyl, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, and NO<sub>2</sub>;

20

R<sup>11</sup> and R<sup>11a</sup> are, at each occurrence, independently selected from the group: H, methyl, ethyl, propyl, butyl, phenyl and benzyl;

25 OR<sup>26</sup> and OR<sup>27</sup> are independently selected from:

a) -OH,  
d) C<sub>1</sub>-C<sub>8</sub> alkoxy, and

when taken together, OR<sup>26</sup> and OR<sup>27</sup> form:

30 e) a cyclic boronic ester where said cyclic boronic ester is formed from the group: pinanediol, pinacol, 1,2-ethanediol, 1,3-propanediol, 1,2-propanediol, 2,3-butanediol, 1,2-

diisopropylethanedio, 5,6-decanediol, 1,2-dicyclohexylethanedio, diethanolamine, and 1,2-diphenyl-1,2-ethanedio;

5         $A^3$  is Val, Glu, Ile, Thr, cyclohexylglycine, or cyclohexylalanine;

$A^4$  is Val, Ile, Leu, cyclohexylglycine, cyclopropylglycine, t-butylglycine, phenylglycine, or 3,3-  
10    diphenylalanine; and

$A^5$  is (D or L stereochemistry) Asp, Glu, Val, Ile, t-butylglycine, and Gla.

15        5. A compound of Claim 4, or a stereoisomer, pharmaceutically acceptable salt form or prodrug thereof, wherein:

20         $A^1$  is  $-CH_2-$ ;

$A^2$  is H,  $-C(=O)R^{9b}$ ,  $-CONHR^{9b}$ ,  $-C(=O)OR^{9b}$ ,  
          $-A^3-R^{9a}$ ; or  
          $-A^3-A^4-R^{9a}$ ;

25        W is pinanediol boronic ester;

$R^1$  is H, ethyl, allyl, or 2,2-difluoro-ethyl;

30         $R^2$  is H;

$R^3$  is selected from the group:  $R^4$ ,



$-(CH_2)_p-NH-R^4$ ,  
 $-(CH_2)_p-NHC(=O)-R^4$ ,  
 $-(CH_2)_p-C(=O)NH-R^4$ ,  
 $-(CH_2)_p-C(=O)O-R^4$ ,  
5  $-(CH_2)_p-NHC(=O)NH-R^4$ ,  
 $-(CH_2)_p-NHC(=O)NHC(=O)-R^4$ ,  
 $-(CH_2)_p-C(=O)-R^4$ ,  
 $-(CH_2)_p-O-R^4$ , and  
 $-(CH_2)_p-S-R^4$ ;

10

p is 0 or 1;

$R^4$  is selected from the group: H, methyl, isopropyl,  
t-butyl, phenyl, benzyl, phenethyl, Ph-propyl, 3-Ph-2-  
15 propenyl, phenyl, 2-benzoic acid, 5-isophthalate  
dimethyl ester, triphenylmethyl, 1-(1-naphthyl)ethyl, 2-  
methylphenyl, 4-methylphenyl, 4-ethylphenyl, 2-  
isopropylphenyl, 4-isopropylphenyl, 4-tert-butylphenyl,  
2-methoxyphenyl, 3-methoxyphenyl, 4-methoxyphenyl, 2-  
20 ethoxyphenyl, 4-ethoxyphenyl, 2-F-phenyl, 3-F-phenyl, 4-  
F-phenyl, 2-Cl-phenyl, 4-Cl-phenyl, 2-CF<sub>3</sub>-phenyl, 3-CF<sub>3</sub>-  
phenyl, 4-CF<sub>3</sub>-phenyl, 4-(trifluoromethoxy)phenyl, 4-  
(hydroxymethyl)phenyl, 3-cyanophenyl, 3-(acetyl)phenyl,  
2-phenoxyphenyl, 3-phenoxyphenyl, 4-(acetyl)phenyl, 2-  
25 (methoxycarbonyl)-phenyl, 3-(methoxycarbonyl)-phenyl,  
4-(methoxycarbonyl)-phenyl, 2-(ethoxycarbonyl)-phenyl,  
3-(ethoxycarbonyl)-phenyl, 4-(ethoxycarbonyl)phenyl, 2-  
(butoxycarbonyl)phenyl, 2-(tert-butoxycarbonyl)phenyl,  
4-(dimethylamino)phenyl, 2-(methylthio)phenyl, 3-  
30 (methylthio)phenyl, 4-(methylthio)phenyl, 2-  
(methylsulfonyl)phenyl, 3-CF<sub>3</sub>S-phenyl, 2-nitrophenyl, 4-

nitrophenyl, 2-aminophenyl, 4-(benzyloxy)phenyl, 2-biphenyl, 4-biphenyl, 2,6-diisopropylphenyl, 2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl, 3,4-dichlorophenyl, 2,4-dimethoxyphenyl, 2,5-dimethoxyphenyl, 5-Cl-2-methoxyphenyl, 4-F-2-nitrophenyl, 3,4,5,-trimethoxyphenyl, 5-Cl-2,4-dimethoxyphenyl, 5-F-2,4-dimethoxyphenyl, Trans-2-phenylcyclopropyl, 1-naphthyl, 2-naphthyl, 2-pyridinyl, 3-pyridinyl, 2-quinolinyl, 5-quinolinyl, 1-isoquinolinyl, 2-phenyl-4-quinolinyl, 2-phenyl-4-quinolinyl-methyl, 2-methyl-6-quinolinyl, 2-anilino-2-oxoethyl and 2-3-methylbutyric acid methyl ester;

$R^{9a}$  is selected from the group: H,  $-S(=O)R^{9b}$ ,  $-S(=O)_2R^{9b}$ ,  $-S(=O)_2NHR^{9b}$ ,  $-C(=O)R^{9b}$ ,  $-C(=O)OR^{9b}$ ,  $-C(=O)NHR^{9b}$ ,  $-C(=O)NHC(=O)R^{9b}$ ;  
 $C_1-C_4$  alkyl substituted with 0-2  $R^{9c}$ ;  
 $C_3-C_{12}$  carbocycle substituted with 0-2  $R^{9d}$ ;  
phenyl substituted with 0-2  $R^{9d}$ ;  
naphthyl substituted with 0-2  $R^{9d}$ ; and  
5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1H-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4H-quinolizinyl, and

quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-2 R<sup>9d</sup>;

R<sup>9b</sup> is selected from the group: H;

- 5 C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>9c</sup>;  
C<sub>3</sub>-C<sub>12</sub> carbocycle substituted with 0-2 R<sup>9d</sup>;  
phenyl substituted with 0-2 R<sup>9d</sup>;  
naphthyl substituted with 0-2 R<sup>9d</sup>; and  
5-10 membered heterocyclic group selected from the  
10 group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1H-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazoliny, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4H-quinolizinyl, and  
15 quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-2 R<sup>9d</sup>;

R<sup>9c</sup> is selected from the group: CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, OH,

- 25 C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>), N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>;  
C<sub>1</sub>-C<sub>4</sub> alkyl substituted with 0-1 R<sup>9d</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-1 R<sup>9d</sup>;  
C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-1 R<sup>9d</sup>; and

- 30 R<sup>9d</sup> is selected at each occurrence from the group:

CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, OH, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>),  
N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, and  
phenyl;

- 5 R<sup>11</sup> is selected from the group: H, methyl, ethyl, propyl,  
butyl, phenyl and benzyl;

A<sup>3</sup> is Val, Glu, Ile, Thr, cyclohexylglycine, or  
cyclohexylalanine; and

10

A<sup>4</sup> is Val, Ile, Leu, cyclohexylglycine,  
cyclopropylglycine, t-butylglycine, phenylglycine, or 3,3-  
diphenylalanine.

- 15 6. A compound of Claim 5, or a stereoisomer,  
pharmaceutically acceptable salt form or prodrug thereof,  
wherein:

A<sup>1</sup> is -CH<sub>2</sub>-;

20

A<sup>2</sup> is -C(=O)OR<sup>9b</sup> or -A<sup>3</sup>-R<sup>9a</sup>;

W is pinanediol boronic ester;

- 25 R<sup>1</sup> is H, ethyl or allyl;

R<sup>2</sup> is H;

R<sup>3</sup> is R<sup>4</sup>;

30

R<sup>4</sup> is selected from the group: Ph-propyl, 3-Ph-2-propenyl,  
2-phenyl-4-quinolinyl, 2-phenyl-4-quinolinyl-methyl,  
2-methyl-6-quinolinyl, and 2-anilino-2-oxoethyl;

5 R<sup>9a</sup> is selected from the group: -S(=O)<sub>2</sub>R<sup>9b</sup>, -C(=O)R<sup>9b</sup>,  
-C(=O)OR<sup>9b</sup>, and -C(=O)NHR<sup>9b</sup>;

R<sup>9b</sup> is selected from the group: t-butyl, fluorenylmethyl,  
fluorenyl, benzyl;

10 phenyl substituted with 0-2 R<sup>9d</sup>;  
naphthyl substituted with 0-2 R<sup>9d</sup>; and  
pyridinyl substituted with 0-2 R<sup>9d</sup>;

R<sup>9d</sup> is selected at each occurrence from the group:

15 CF<sub>3</sub>, OCF<sub>3</sub>, Cl, F, Br, OH, C(O)OR<sup>11</sup>, NH<sub>2</sub>, NH(CH<sub>3</sub>),  
N(CH<sub>3</sub>)<sub>2</sub>, -CN, NO<sub>2</sub>, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, and  
phenyl; and

A<sup>3</sup> is Val.

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7. A compound of Claim 1, or a stereoisomer or a  
pharmaceutically acceptable salt form or prodrug thereof,  
selected from:

25 (4S)-N-{[[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-  
trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-  
yl]propyl]-3-{(2S)-3-methyl-2-[(phenylacetyl)-amino]-  
butanoyl]-2-oxo-1-(3-phenylpropyl)-4-  
imidazolidinecarboxamide;

30

tert-butyl (1*S*)-*N*-{[[ (1*R*)-1-[(3*αS*, 4*S*, 6*S*, 7*αR*)-hexahydro-3*α*, 5, 5-trimethyl-4, 6-methano-1, 3, 2-benzodioxaborol-2-yl]propyl]amino)carbonyl]-2-oxo-3-(3-phenylpropyl)imidazolidinyl]carbonyl]-2-methylpropylcarbamate;

(4*S*)-*N*-{[[ (1*R*)-1-[(3*αS*, 4*S*, 6*S*, 7*αR*)-hexahydro-3*α*, 5, 5-trimethyl-4, 6-methano-1, 3, 2-benzodioxaborol-2-yl]propyl]-3-{(2*S*)-2-[(anilinocarbonyl)amino]-3-methylbutanoyl]-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[ (1*R*)-1-[(3*αS*, 4*S*, 6*S*, 7*αR*)-hexahydro-3*α*, 5, 5-trimethyl-4, 6-methano-1, 3, 2-benzodioxaborol-2-yl]propyl]-3-{(2*S*)-2-[(9*H*-fluoren-1-ylcarbonyl)amino]-3-methylbutanoyl]-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[ (1*R*)-1-[(3*αS*, 4*S*, 6*S*, 7*αR*)-hexahydro-3*α*, 5, 5-trimethyl-4, 6-methano-1, 3, 2-benzodioxaborol-2-yl]propyl]-3-{(2*S*)-2-[(4-methoxyphenyl)acetyl]amino}-3-methylbutanoyl]-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[ (1*R*)-1-[(3*αS*, 4*S*, 6*S*, 7*αR*)-hexahydro-3*α*, 5, 5-trimethyl-4, 6-methano-1, 3, 2-benzodioxaborol-2-yl]-3-butenyl]-3-{(2*S*)-2-[(9*H*-fluoren-1-ylcarbonyl)amino]-3-methylbutanoyl]-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

9*H*-fluoren-9-ylmethyl (1*S*)-*N*-{[[ (1*R*)-1-[(3*αS*, 4*S*, 6*S*, 7*αR*)-hexahydro-3*α*, 5, 5-trimethyl-4, 6-methano-1, 3, 2-

benzodioxaborol-2-yl]propyl}amino)carbonyl]-2-oxo-3-(3-phenylpropyl)imidazolidinyl}carbonyl]-2-methylpropylcarbamate;

5 (4S)-N-{[[ (1R)-1-[(3 $\alpha$ S, 4S, 6S, 7 $\alpha$ R)-hexahydro-3 $\alpha$ , 5, 5-trimethyl-4, 6-methano-1, 3, 2-benzodioxaborol-2-yl]propyl}-3-((2S)-3-methyl-2-[[3-(trifluoromethyl)benzyl]amino]butanoyl)-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

15 (4S)-N-{[[ (1R)-1-[(3 $\alpha$ S, 4S, 6S, 7 $\alpha$ R)-hexahydro-3 $\alpha$ , 5, 5-trimethyl-4, 6-methano-1, 3, 2-benzodioxaborol-2-yl]propyl}-3-((2S)-2-[[[1, 1'-biphenyl]-4-ylmethyl]amino]-3-methylbutanoyl)-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

20 9H-fluoren-9-ylmethyl (1S)-1-((5S)-5-[[ (1R)-1-[(3 $\alpha$ S, 4S, 6S, 7 $\alpha$ R)-hexahydro-3 $\alpha$ , 5, 5-trimethyl-4, 6-methano-1, 3, 2-benzodioxaborol-2-yl]propyl}amino)carbonyl]-2-oxo-3-[(2-phenyl-4-quinolinyl)methyl]imidazolidinyl}carbonyl)-2-methylpropylcarbamate;

25 N-((1S)-1-[[ (5S)-5-[[ (1R)-1-[(3 $\alpha$ S, 4S, 6S, 7 $\alpha$ R)-hexahydro-3 $\alpha$ , 5, 5-trimethyl-4, 6-methano-1, 3, 2-benzodioxaborol-2-yl]propyl}-amino)carbonyl]-2-oxo-3-(3-phenylpropyl)imidazolidinyl}carbonyl]-2-methylpropyl)-2-chloronicotinamide;

30 (4S)-N-{[[ (1R)-1-[(3 $\alpha$ S, 4S, 6S, 7 $\alpha$ R)-hexahydro-3 $\alpha$ , 5, 5-trimethyl-4, 6-methano-1, 3, 2-benzodioxaborol-2-yl]propyl}-3-((2S)-2-[(4-butylbenzoyl)amino]-3-

methylbutanoyl}-2-oxo-1-(3-phenylpropyl)-4-  
imidazolidinecarboxamide;

5 isobutyl (1S)-1-{{{(5S)-5-{{{(1R)-1-[(3 $\alpha$ S, 4S, 6S, 7 $\alpha$ R)-  
hexahydro-3 $\alpha$ , 5, 5-trimethyl-4, 6-methano-1, 3, 2-  
benzodioxaborol-2-yl]propyl}amino)carbonyl]-2-oxo-3-(3-  
phenylpropyl)imidazolidinyl}carbonyl)-2-  
methylpropylcarbamate;

10 (4S)-N-{{{(1R)-1-[(3 $\alpha$ S, 4S, 6S, 7 $\alpha$ R)-hexahydro-3 $\alpha$ , 5, 5-  
trimethyl-4, 6-methano-1, 3, 2-benzodioxaborol-2-  
yl]propyl}-3-[(2S)-2-[(benzoylamino)carbonyl]amino)-3-  
methylbutanoyl]-2-oxo-1-(3-phenylpropyl)-4-  
imidazolidinecarboxamide;

15 (4S)-N-{{{(1R)-1-[(3 $\alpha$ S, 4S, 6S, 7 $\alpha$ R)-hexahydro-3 $\alpha$ , 5, 5-  
trimethyl-4, 6-methano-1, 3, 2-benzodioxaborol-2-  
yl]propyl}-3-[(2S)-3-methyl-2-(1-  
naphthoylamino)butanoyl]-2-oxo-1-(3-phenylpropyl)-4-  
20 imidazolidinecarboxamide;

(4S)-N-{{{(1R)-1-[(3 $\alpha$ S, 4S, 6S, 7 $\alpha$ R)-hexahydro-3 $\alpha$ , 5, 5-  
trimethyl-4, 6-methano-1, 3, 2-benzodioxaborol-2-  
yl]propyl}-3-[(2S)-2-(acetylamino)-3-methylbutanoyl]-2-  
25 oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4S)-N-{{{(1R)-1-[(3 $\alpha$ S, 4S, 6S, 7 $\alpha$ R)-hexahydro-3 $\alpha$ , 5, 5-  
trimethyl-4, 6-methano-1, 3, 2-benzodioxaborol-2-  
yl]propyl}-3-[(2S)-2-(benzoylamino)-3-methylbutanoyl]-2-  
30 oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;



benzyl (5S)-5-[(1R)-1-[(3 $\alpha$ S,4S,6S,7 $\alpha$ R)-hexahydro-3 $\alpha$ ,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]-3-butenyl]amino)carbonyl]-2-oxo-3-[(2E)-3-phenyl-2-propenyl]-1-imidazolidinecarboxylate; and

5

benzyl (5S)-5-[(1R)-1-[(3 $\alpha$ S,4S,6S,7 $\alpha$ R)-hexahydro-3 $\alpha$ ,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]-3-butenyl]amino)carbonyl]-3-(2-anilino-2-oxoethyl)-2-oxo-1-imidazolidinecarboxylate.

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7. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt form or prodrug thereof.

8. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 2, or a pharmaceutically acceptable salt form or prodrug thereof.

9. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 3, or a pharmaceutically acceptable salt form or prodrug thereof.

10. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 4, or a pharmaceutically acceptable salt form or prodrug thereof.

11. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically

effective amount of a compound of Claim 5, or a pharmaceutically acceptable salt form or prodrug thereof.

12. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 6, or a pharmaceutically acceptable salt form or prodrug thereof.

13. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 7, or a pharmaceutically acceptable salt form or prodrug thereof.

14. A method of treating a viral infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt form or prodrug thereof.

15. A method of treating HCV infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt form or prodrug thereof.

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16. A method of treating HCV infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 2, or a pharmaceutically acceptable salt form or prodrug thereof.

17. A method of treating HCV infection which comprises administering to a host in need of such treatment a

therapeutically effective amount of a compound of Claim 3,  
or a pharmaceutically acceptable salt form or prodrug  
thereof.

5 1918. A method of treating HCV infection which comprises  
administering to a host in need of such treatment a  
therapeutically effective amount of a compound of Claim 4,  
or a pharmaceutically acceptable salt form or prodrug  
thereof.

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20 1919. A method of treating HCV infection which comprises  
administering to a host in need of such treatment a  
therapeutically effective amount of a compound of Claim 5,  
or a pharmaceutically acceptable salt form or prodrug  
15 thereof.

20 20. A method of treating HCV infection which comprises  
administering to a host in need of such treatment a  
therapeutically effective amount of a compound of Claim 6,  
20 or a pharmaceutically acceptable salt form or prodrug  
thereof.

25 21. A method of treating HCV infection which comprises  
administering to a host in need of such treatment a  
25 therapeutically effective amount of a compound of Claim 7,  
or a pharmaceutically acceptable salt form or prodrug  
thereof.